



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twentieth Annual General Meeting of **VAKRANGEE SOFTWARES LIMITED** will be held on Friday, 10th September 2010 at 11.00 A.M. at the Chancellor Suite, Hotel Le Royal Meridien, Sahar Airport Road, Andheri (East), Mumbai 400 099 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2010, the Profit & Loss Account for the year ended on that date together with the Schedules attached thereto and the Report of the Directors' and Auditors' thereon.
2. To declare dividend for the financial year ended 31st March, 2010.
3. To appoint a Director in place of Mr. Brij Kishor Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anil Patodia, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. S. K. Patodia & Associates, Chartered Accountants (ICAI Reg. No. 112723W) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

6. **Re-appointment of Dr. Nishikant Hayatnagarkar as the whole - time Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 and schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the consent of the company be and is hereby accorded to the reappointment of Dr. Nishikant Hayatnagarkar as Whole - time Director of the Company for the further period of five years with effect from October 1, 2010 on the terms and conditions as set out in draft agreement to be executed between the company and Dr. Nishikant Hayatnagarkar, tabled before the meeting and initialled by the Company Secretary for the identification, with liberty to the Board of Directors, to alter, vary and modify the terms of the said re-appointment/ remuneration including salary, bonus, allowances and perquisites in such a manner as may be agreed to between the Board of Directors and Dr. Nishikant Hayatnagarkar within and in accordance with and subject to the limits prescribed in schedule XIII to the Companies Act, 1956, or any amendment or any Statutory modification thereto and conditions, if any, as may be stipulated by the Central Government and agreed to accordingly between the Board of Directors and Dr. Nishikant Hayatnagarkar.

"RESOLVED FURTHER THAT notwithstanding anything hereinabove stated where in any financial year closing on and after March 31, 2010, the company incurs a loss or its profits are inadequate, the Company shall pay Dr. Nishikant Hayatnagarkar remuneration by way of salary, perquisites, performance bonus and other allowances not exceeding the limits specified under Para 2 of Section II of schedule XIII to the Companies Act, 1956, or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board / Committee be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. **To grant authority under section 293(1)(d) of the Companies Act, 1956.**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 293(1)(d) and other provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof), the Company hereby accord its consent to the Board of Directors for borrowing any sum or sums of money from time to time from any one or more of the Company's bankers and/or from any one or more persons, firms, bodies corporate, or financial institutions, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures or other securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, license, and properties, whether immovable or movable or stock-in-trade and work-in-progress and all or any of the undertakings of the Company, notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of paid-up capital of the Company and its free reserves, this is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores only) and the Board of Directors (including any committee/s thereof) are hereby authorised to execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, deposits, receipts and other deeds and instruments or writings containing such conditions and covenants as the Directors may deem fit."

8. **To grant authority under section 293(1)(a) of the Companies Act, 1956.**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof), the Company hereby accords its consent to the Board of Directors to mortgage and/or charge, in addition to the mortgages/ charges (including any statutory modifications or re-enactments thereof), the Company hereby accords its consent to the Board of Directors to mortgage and/or charge, in addition to the mortgages/ charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company to or in favour of the lender(s), agent(s), trustee(s) or any other person whomsoever participating in extending financial assistance for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-



detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, not exceeding the sum of Rs. 1000 Crores (Rupees One Thousand Crores only), together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, by the Company, from time to time, not exceeding the sum of Rs. 1000 Crores (Rupees One Thousand Crores only), together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and/or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/investor(s)/agent(s) and/or trustee(s), in respect of the said loans/borrowings/ debentures etc.

RESOLVED FURTHER THAT any of the directors as authorised by the Board from time to time (including any committee/s thereof) be and are hereby authorized to finalize and execute any and all agreements and documents, necessary for creating mortgages and/or charges and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for implementing this resolution and to resolve any questions or doubts relating thereto, or otherwise considered by the Board of Directors to be in the best interest of the Company."

By order of the Board of Directors,
Sd/-

Dinesh Nandwana
Chairman & Managing Director

Place: Mumbai.
Dated: 10th August, 2010

Registered Office:-

"Vakrangee House", Plot No. 66,
Marol Co-op Industrial Estate,
Off. M. V. Road, Andheri (E),
Mumbai - 400 059

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing proxy should however, be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting i.e. by 11 a.m. on September 8, 2010.
2. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the Annual General Meeting.
3. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 relating to the special business to be transacted at the Annual General Meeting is annexed herewith.

4. In case of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
5. Members are requested to bring their admission slips alongwith copy of the report and accounts to the Annual General Meeting.
6. Members who wish to obtain information on the Company or view the accounts for the financial year ended 31st March, 2010, may visit the company's corporate website www.vakrangeesoftware.com. in or send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
7. All the documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all the working days between 11.00 AM to 1.00 PM up to the date of the Annual General Meeting.
8. The Register of Members and Transfer Books in respect of Equity Shares of the Company will remain closed from Saturday, 4th September, 2010 to Friday, 10th September, 2010 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if any, declared at the Annual General Meeting.
9. The dividend if declared at the Annual General Meeting will be paid within 30 days from the date of the Annual General Meeting.
10. Members are requested to notify change in address, if any immediately to the Company's Registrars M/s. Bigshare Services Pvt. Ltd.
11. Members may avail nomination facility as provided under Section 109A of the Companies Act, 1956.
12. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
13. As per the requirement of Clause 49 of the Listing Agreement on Corporate Governance for appointment of the Directors / re-appointment of the retiring Directors, a statement containing details of the concerned Directors are given below.
14. Members are hereby informed that Dividend which remains unclaimed/ un-encashed over a period of Seven years, has to be transferred as per the provisions of Section 205A of the Companies Act, 1956 by the Company to "The Investor Education & Protection Fund" constituted by the Central Government Under Section 205C of the Companies Act 1956. It may please be noted that once unclaimed/ un-encashed dividend is transferred to "Investor Education & Protection Fund" as above, no claims shall lie in respect of such amount by the Shareholder.
15. No gifts will be distributed at the Venue of the Annual General Meeting.



Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

Item No. 6

The tenure of Dr. Nishikant Hayatnagarkar as the Whole – time Director of the Company will be ending on 30th September 2010. The Remuneration & Compensation Committee at its meeting held on 6th August, 2010 recommended re-appointment of Dr. Nishikant Hayatnagarkar as Whole-time Director on the terms and conditions mentioned below. In accordance with the recommendation, the Board of Directors of the Company at their meeting held on 10th August, 2010 reappointed Dr. Nishikant Hayatnagarkar as Whole - time Director of the Company subject to approval of the members for a further Period of five years commencing from 1st October 2010.

The re-appointment is subject to the approval of the members. The terms of appointment and remuneration are as follows:

1. Period of appointment: 5 years beginning on 1st October, 2010 and ending on 30th September, 2015.
2. Details of remuneration: Total salary Rs. 1,35,000 per month

The above said remuneration is to be bifurcated by way of salary, allowances, variable pay and perquisites as per rules and regulations of the Company for the time being in force and as determined by the Board / Committee.

Perquisites:

In addition to the above, Dr. Nishikant Hayatnagarkar - Whole time Director also be entitled to Company's other perquisites as per the rules of the Company as applicable to Senior Management Personnel of the Company and as may be decided by the Board of Directors in accordance with the provisions and limits specified under para 2 of Section II part II of shedule XIII of the Companies Act, 1956.

The perquisites and benefits are to be evaluated as per the Income-Tax Rules, 1961 and in absence of the same, applicable rules at the cost to the Company.

Leave Encashment:

Payable in addition to the aforesaid remuneration as per the rules of the Company as applicable to Senior Management Personnel of the Company.

Gratuity:

Payable in addition to the aforesaid remuneration, at the rate of half month's salary for each completed year of service.

Minimum Remuneration:

In absence of or inadequacy of profit in any year the Whole Time Director shall be entitled to salary, perquisites and benefits and any other allowance which shall be governed by and subject to the ceiling provided under Section II of Part II of Schedule XIII of the Companies Act, 1956 or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

The Board of Directors / Committee shall have liberty to alter and vary the terms of remuneration within the limits set hereinabove subject to the provisions of Section 198 and 309 of the Companies Act, 1956 and Schedule XIII thereto.

3. The aforesaid re-appointment are subject to termination with six (6) month notice from either side.

Your Director recommends the Special Resolution for your approval. Except Dr. Nishikant Hayatnagarkar, none of the Directors of the Company is in any way concerned or interested in the Resolution.

This Explanatory Statement read with the Special Resolution may be considered as an abstract for the purposes of the provisions of Section 302 of the Companies Act, 1956.

Item No. 7 & 8

Your Company is exploring various opportunities for all round growth through expansion and by taking up various projects. Towards achieving the goal, the Company would be required to borrow from banks, financial institutions or any other lender including agents or trustees. As per Section 293(1)(d) of the Companies Act, 1956, borrowings by the Board beyond the aggregate of the paid-up capital of the Company and its free reserves requires approval from the share holders of the Company. The Company foresees the probabilities of borrowing in excess of the aforesaid limits. Hence the proposal for obtaining the consent of the members by the way of special resolution for fixing the borrowing limit upto Rs. 1000 Crores (Rupees One Thousand Crores only) is made.

Further, the said borrowing may be required to be secured by way of creation of charge or mortgage of whole or substantially whole of any of its undertaking or immovable properties. As per the provisions of Section 293(1)(a) of the Companies Act, 1956, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company may be deemed as the disposal of the of whole or substantially whole of the undertaking of the Company and hence requires the approval of the Share holders of the Company. Therefore the proposal for obtaining the consent of the members is made.

The Board of Directors recommend for your consent under section 293(1)(d) and 293(1)(a) of the Companies Act, 1956. The resolution to borrow money and provide the security of the assets of the Company for securing borrowing as may be made time to time.

The Board accordingly recommends the resolution set forth in item No. 7 & 8 for approval of members. None of the Directors is deemed to be interested or concerned in the aforesaid resolution.

By order of the Board of Directors,
Sd/-

Dinesh Nandwana
Chairman & Managing Director

Place: Mumbai.

Dated: 10th August, 2010

Registered Office:-

"Vakrangee House", Plot No. 66,
Marol Co-op Industrial Estate,
Off. M. V. Road, Andheri (E),
Mumbai – 400 059.



ANNEXURES TO NOTICE

Annexure: 1 Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreements)

Name of the Director	Mr. Brij Kishor Gupta	Mr. Anil Patodia
Age	47 Years	41 Years
Date of Appointment	28/06/2002	02/04/1994
Expertise in specific functional areas	Total experience of more than 23 years in corporate affairs, taxation, audits and financial matters with various Organizations.	About 18 years of experience in administration and has good leadership qualities to control huge projects involving large manpower.
Qualifications	Chartered Accountant	Commerce Graduate
List of Companies in which outside Directorship held as on 10th August, 2010	1) Vakrangee IT Solutions Limited	1) Hotel Relax Private Limited
	2) Indocity Info Tech Limited	2) Aqua Pump Private Limited
	3) Bothra Securities Limited	3) Manbhari Biofuel Private Limited
	4) S.V. Electricals Limited	4) S.P.J Stock Brokers Private Limited
	5) Vakrangee Infraprojects Limited	5) Choice Equity Broking Private Limited
	6) Laxmi Realty and Advisory Private Limited	6) Choice Realty Private Limited
	7) eDoc Vision Infotech private Limited	7) Choice Wealth Management Private Limited
		8) Choice Capital Advisors Private Limited
		9) Choice Business Services Private Limited

Annexure: 2 Details of Dr. Nishikant Hayatnagarkar, for reappointment as Whole - time Director at the forthcoming Annual General Meeting

Name of the Director	Age	Date of Appointment	Expertise	Qualifications	List of Companies in which outside Directorship held as on 10th August, 2010
Dr. Nishikant Hayatnagarkar	52 Years	27/08/1999	With Doctorate in Computer Science from IIT Powai, Mumbai, he is a well – known personality in the field of microchip designing.	Doctorate in Computer Science from IIT, Powai, Mumbai.	1) Vakrangee Technologies Limited 2) Vakrangee IT Solutions Limited